

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re:

KAISER GYPSUM COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-31602 (JCW)

Jointly Administered

**EX PARTE APPLICATION FOR ORDER AUTHORIZING THE  
FUTURE CLAIMANTS' REPRESENTATIVE TO RETAIN AND EMPLOY  
YOUNG CONAWAY STARGATT & TAYLOR, LLP AS HIS ATTORNEYS**

Lawrence Fitzpatrick (the "Future Claimants' Representative"), as the legal representative for persons that have not yet asserted an asbestos-related personal injury claim against the Debtors in the above-captioned case but may in the future assert such a claim (the "Future Claimants"), submits this application (the "Application") for an order, pursuant to sections 105(a), 524(g) and 1103 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Future Claimants' Representative to retain and employ Young Conaway Stargatt & Taylor, LLP ("Young Conaway") as his attorneys, effective as of September 30, 2016. In support of this Application, the Future Claimants' Representative relies upon the Declaration of Edwin J. Harron (the "Harron Declaration"), attached hereto as Exhibit A, and represents as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction over the instant Application pursuant to 28 U.S.C. § 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of

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<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

the Debtors' chapter 11 cases and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 105(a), 524(g) and 1103 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014.

3. On September 30, 2016 (the "Petition Date"), Kaiser Gypsum Company, Inc. and Hanson Permanente Cement, Inc. (the "Debtors") each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors have continued in possession of their property and have continued to operate as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. No request has been made for the appointment of a trustee or examiner in these cases.

6. By order dated October 14, 2016, an official committee of unsecured creditors (the "Unsecured Creditors Committee") was appointed.

7. By order dated October 19, 2016, the Court appointed an official committee of asbestos personal injury claimants (the "Asbestos Claimants Committee").

8. On October 11, 2016, the Debtors and the proposed official committee of asbestos personal injury claimants submitted to this Court a joint application [D.I. 68] for entry of an order appointing Lawrence Fitzpatrick as the Future Claimants' Representative in these chapter 11 cases, effective as of September 30, 2016.

9. By order dated October 19, 2016, the Future Claimants' Representative was appointed, effective as of September 30, 2016.

**RELIEF REQUESTED**

10. By this Application, the Future Claimants' Representative respectfully requests the entry of an order authorizing him to employ as his attorneys and to retain the law firm of Young Conaway, effective as of September 30, 2016.

**BASIS FOR THE RELIEF SOUGHT**

11. Section 1103(a) of the Bankruptcy Code provides, in relevant part, as follows:

At a scheduled meeting of a committee appointed under section 1102 of this title, at which a majority of the members of such committee are present, and with the court's approval, such committee may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.

11 U.S.C. § 1103(a).

12. Bankruptcy Rule 2014(a) provides, in relevant part, as follows:

An order approving the employment of attorneys . . . pursuant to § 327, § 1103, or § 1114 of the Code shall be made only on application of the trustee or committee. The application shall be filed and . . . a copy of the application shall be transmitted by the applicant to the United States trustee. The application shall state the specific facts showing the necessity for the employment, the name of the person to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the person's connections with the debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee. The application shall be accompanied by a verified statement of the person to be employed setting forth the person's connections with the debtors, creditors, or any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

13. Relying upon section 1103(a) of the Bankruptcy Code and Rule 2014, courts in chapter 11 cases in this and other districts, have authorized legal representatives for future claimants to retain counsel to assist them in performing their duties in the bankruptcy proceedings. See, e.g., In re Garlock Sealing Tech., Case No. 10-31607 (GRH) (Bankr. W.D.N.C. Sept. 30, 2010); In re Johns-Manville Corporation, Ch. 11 Case No. 82-B-11656 (BRL) (Bankr. S.D.N.Y. August 14, 1984); In re Keene Corporation, Ch. 11 Case No. 93-B-46090 (SMB) (Bankr. S.D.N.Y. 1994); In re The Babcock & Wilcox Company, Ch. 11 Case No. 00-10092 (Bankr. E.D. La. 2000); In re Pittsburgh Corning Corporation, Ch. 11 Case No. 00-22876 (JKF) (Bankr. W.D. Pa. 2000); In re Federal-Mogul Global Inc., Ch. 11 Case No. 01-10578 (Bankr. D. Del. 2001); In re USG Corporation, Ch. 11 Case No. 01-2094 (RJN) (Bankr. D. Del. 2001); In re ACandS, Inc., Ch. 11 Case No. 02-12687 (RJN) (Bankr. D. Del. 2002); In re Kaiser Aluminum Corporation, Ch. 11 Case No. 02-10429 (JKF) (Bankr. D. Del. 2002); In re North American Refractories Co., Ch. 11 Case No. 02-20198 (JKF) (Bankr. W.D. Pa. 2002); In re Global Industrial Technologies, Inc., Ch. 11 Case No. 02-21626 (JKF) (Bankr. W.D. Pa. 2002); In re Met-Coil Systems, Corp., Ch. 11 Case No. 03-12676 (MFW) (Bankr. D. Del. 2003); In re Mid-Valley, Inc., Ch. 11 Case No. 03-35592 (JKF) (Bankr. W.D. Pa. 2003); In re The Flintkote Company, Ch. 11 Case No. 04-11300 (JKF) (Bankr. D. Del. 2004); In re Durabla Mfg. Company, Ch. 11 Case No. 09-14415 (MFW) (Bankr. D. Del. 2009); In re Specialty Products Holding Corp., Ch. 11 Case No. 10-11780 (JKF) (Bankr. D. Del. 2010); In re Leslie Controls, Inc., Ch. 11 Case No. 10-12199 (CSS) (Bankr. D. Del. 2010); In re United Gilsonite Laboratories, Ch. 11 Case No. 11-2032 (Bankr. M.D. Pa. 2011); In re Metex Mfg. Corporation, Ch. 11 Case No. 12-14554 (BRL) (Bankr. S.D.N.Y. 2012); In re Rapid-American Corporation, Ch. 11 Case No. 13-10687 (SMB) (Bankr. S.D.N.Y. 2013); In re Yarway Corporation, Ch. 11

Case No. 13-11025 (BLS) (Bankr. D. Del. 2013). As disclosed below and in the accompanying Harron Declaration, Young Conaway is counsel to the legal representative in certain of these cases, among others.

14. Young Conaway is a general practice, litigation-oriented firm that maintains national, regional and local practices in the areas of corporate, bankruptcy, commercial, real estate, personal injury, employment and environmental law. Young Conaway's Bankruptcy and Corporate Restructuring section has extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Moreover, Young Conaway has substantial experience in bankruptcy cases affecting the rights of mass-tort asbestos claimants:

(a) Young Conaway represented the legal representative for future claimants in the following asbestos bankruptcy cases that reached confirmation: In re The Celotex Corporation, Ch. 11 Case Nos. 90-100016-8B1 and 90-100017-8B1 (Bankr. M.D. Fla.); In re Armstrong World Industries, Inc., Ch. 11 Case No. 00-4471 (Bankr. D. Del. 2000); In re The Babcock & Wilcox Co., Ch. 11 Case No. 00-10092 (Bankr. E.D. La. 2000); In re Owens Corning, Ch. 11 Case No. 00-3837 (Bankr. D. Del. 2000); In re Federal-Mogul Global Inc., Ch. 11 Case No. 01-10578 (Bankr. D. Del. 2001); In re USG Corporation, Ch. 11 Case No. 01-2094 (RJN) (Bankr. D. Del. 2001); In re ACandS Inc., Ch. 11 Case No. 02-12687 (RJN) (Bankr. D. Del. 2002); In re Kaiser Aluminum Corporation, Ch. 11 Case No. 02-10429 (JKF) (Bankr. D. Del. 2002); In re North American Refractories Company, Ch. 11 Case No. 02-20198 (JKF)

(Bankr. W.D. Pa. 2002); In re Global Industrial Technologies, Inc., Ch. 11 Case No. 02-21626 (JKF) (Bankr. W.D. Pa. 2002); In re Porter-Hayden Company, Ch. 11 Case No. 02-54152-SD (Bankr. D. Md.); In re Mid-Valley, Inc., Ch. 11 Case No. 03-35592 (JKF) (Bankr. W.D. Pa. 2003); In re Durabla Mfg. Company, Ch. 11 Case No. 09-14415 (MFW) (Bankr. D. Del. 2009); In re Leslie Controls, Inc., Ch. 11 Case No. 10-12199 (CSS) (Bankr. D. Del. 2010); In re Pittsburgh Corning Corporation, Ch. 11 Case No. 00-22876 (JKF) (Bankr. W.D. Pa. 2000); In re The Flintkote Company, Ch. 11 Case No. 04-11300 (JKF) (Bankr. D. Del. 2004); In re Specialty Products Holding Corp., Ch. 11 Case No. 10-11780 (JKF) (Bankr. D. Del. 2010); In re United Gilsonite Laboratories, Ch. 11 Case No. 11-2032 (Bankr. M.D. Pa. 2011); In re Metex Mfg. Corporation, Ch. 11 Case No. 12-14554 (BRL) (Bankr. S.D.N.Y. 2012); and In re Yarway Corporation, Ch. 11 Case No. 13-11025 (BLS) (Bankr. D. Del. 2013). In addition, Young Conaway represented the legal representative for future claimants exposed to tetrochloroethylene in In re Met-Coil Systems Corporation, Ch. 11 Case No. 03-12676 (MFW) (Bankr. D. Del. 2003).

(b) Young Conaway currently represents the legal representative for future claimants in the pending bankruptcy case of In re Rapid-American Corporation, Ch. 11 Case No. 13-10687 (SMB) (Bankr. S.D.N.Y. 2013).

(c) Young Conaway represents the legal representative for future claimants in connection with asbestos personal injury settlement trusts established from the ACandS, Babcock & Wilcox, Celotex, Federal-

Mogul, Kaiser Aluminum, Porter-Hayden, Pittsburgh Corning, Flintkote, SPHC, UGL, Durabla, Leslie Controls, APG, NARCO, Metex, and Yarway bankruptcy cases. In addition, Young Conaway represents the legal representative for future claimants in connection with the asbestos and silica settlement trusts established from the Mid-Valley (DII Industries, LLC) bankruptcy case, the legal representative for future claimants in connection with the asbestos settlement trust established from the bankruptcy case of In re Quigley Company, Inc., Ch. 11 Case No. 04-15739 (SMB) (Bankr. S.D.N.Y. 2004), and the legal representative for future claimants in connection with the Met-Coil TCE Trust. Young Conaway also represents the State Insulation Corporation Asbestos Personal Injury Trust, of which Mr. Harron serves as the Trustee.

(d) Young Conaway represented the debtor in the asbestos-related chapter 11 case of In re Fuller-Austin Insulation Company, Ch. 11 Case No. 98-2038 (JJF) (Bankr. D. Del. 1998), for which a plan was confirmed in 1998.

(e) Young Conaway currently represents the debtor in the asbestos-related chapter 11 case of In re Eagle, Inc., Ch. 11 Case No. 15-12437 (JAB) (Bankr. E.D. La. 2015).

Accordingly, the Future Claimants' Representative believes that Young Conaway is well qualified to represent him in these chapter 11 cases.

15. Prior to the Petition Date, the Debtors engaged Mr. Fitzpatrick to act as a pre-petition future claimants' representative for the purpose of representing the interests of

Future Claimants in attempting to achieve a global resolution of the Debtors' asbestos liabilities. In connection with his pre-petition representation of Future Claimants, Mr. Fitzpatrick retained Young Conaway to act as his counsel. During the course of its pre-petition representation of Mr. Fitzpatrick, Young Conaway began to develop an understanding of the Debtors and their history, business, claims posture, and assets and liabilities. If a law firm other than Young Conaway were chosen as the Future Claimants' Representative's counsel, the Debtors and other interested parties such as current claimants would lose the benefit of those efforts, as the new law firm would be required to expend time and resources to develop knowledge of the Debtors and their affairs.

16. Since the Petition Date, the Future Claimants' Representative continued to engage in discussions with the Debtors and other parties in interest, and the appointment of the Future Claimants' Representative was made effective as of September 30, 2016. Young Conaway has assisted the Future Claimants' Representative in his efforts since the Petition Date and, accordingly, the Future Claimants' Representative believes it appropriate that Young Conaway's retention be approved as of September 30, 2016.

**SERVICES TO BE PROVIDED**

17. The services that Young Conaway will perform will enable the Future Claimants' Representative to execute his duties and responsibilities in connection with these chapter 11 cases. Subject to further orders of this Court, Young Conaway will render the following services, among others, to the Future Claimants' Representative:

- (a) Providing legal advice with respect to the Future Claimants' Representative's powers and duties as Future Claimants' Representative for the Future Claimants;



- (b) Taking any and all actions necessary to protect and maximize the value of the Debtors' estates for the purpose of making distributions to Future Claimants and to represent the Future Claimants' Representative in connection with negotiating, formulating, drafting, confirming and implementing a plan(s) of reorganization, and performing such other functions as are set forth in section 1103(c) of the Bankruptcy Code or as are reasonably necessary to effectively represent the interests of the Future Claimants;
- (c) Appearing on behalf of the Future Claimants' Representative at hearings, proceedings before the Court, and meetings and other proceedings in these chapter 11 cases, as appropriate;
- (d) Preparing and filing, on behalf of the Future Claimants' Representative, all applications, motions, objections, answers, orders, reports, and other legal papers as may be necessary and as may be authorized by the Future Claimants' Representative in connection with these cases;
- (e) Representing and advising the Future Claimants' Representative with respect to any contested matter, adversary proceeding, lawsuit or other proceeding in which the FCR may become a party or otherwise appear in connection with these chapter 11 cases; and
- (f) Performing any other legal services and other support requested by the Future Claimants' Representative in connection with these cases.

The services listed above are necessary and essential to the Future Claimants' Representative. Young Conaway has agreed to act on the Futures Claimants' Representative's behalf in all of these respects upon the terms set forth in this Application.

18. Young Conaway intends to apply for compensation for professional services rendered in connection with these cases and for reimbursement of actual and necessary expenses incurred, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the local rules and orders of this Court. The attorneys and paralegals presently designated to represent the Future Claimants' Representative and their current standard hourly rates are:

James L. Patton, Jr. (Partner)	\$1,135 per hour
Edwin J. Harron (Partner)	\$780 per hour
Sharon M. Zieg (Partner)	\$660 per hour
Sara Beth A.R. Kohut (Counsel)	\$530 per hour
Elizabeth S. Justison (Associate)	\$370 per hour
Shane M. Reil (Associate)	\$345 per hour
Casey S. Cathcart (Paralegal)	\$235 per hour
Lisa M. Eden (Paralegal)	\$210 per hour

The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Future Claimants' Representative in connection with the matters herein described.

19. The hourly rates set forth above are Young Conaway's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Young Conaway for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is Young Conaway's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients

include, among other things, telephone and facsimile toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the firm to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Young Conaway will charge for these expenses in a manner and at rates consistent with charges made generally to Young Conaway's other clients. Young Conaway believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

20. Young Conaway understands that its fees and expenses in these chapter 11 proceedings will be subject to the requirements of sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules and any order entered by this Court establishing procedures for interim compensation and reimbursement of expenses of professionals.

21. Young Conaway has informed the Future Claimants' Representative that, as set forth in the annexed Declaration of Edwin J. Harron, Young Conaway represents no other entity in connection with these cases, and is disinterested as that term is defined in section §101(14) of the Bankruptcy Code.

### **BEST INTERESTS OF THE ESTATE**

22. Young Conaway's bankruptcy and restructuring attorneys are, in the Future Claimants' Representative's view, highly skilled. Further, as noted above, Young Conaway has already developed a detailed and substantial understanding of the Debtors and their history, business, claims posture, and assets and liabilities. The Future Claimants' Representative therefore believes that the retention of Young Conaway is in the best interest of the Debtors, their estates and creditors, as well as in the best interest of the Future Claimants.

**NOTICE**

23. This application is being submitted on an *ex parte* basis pursuant to Local Rule 9013-1(f). Upon entry of an order granting the relief requested, the Future Claimants' Representative will provide notice of entry of the order in accordance with the Federal Rules of Bankruptcy Procedure, and any party in interest shall be entitled to request that the Court reconsider the relief provided within 14 days of service of notice of the order.

**NO PREVIOUS REQUEST**

24. No previous request for the relief sought in this Application has been made to this or any other Court.

WHEREFORE, the Future Claimants' Representative requests entry of an order, substantially in the form attached hereto as Exhibit B, authorizing him to employ and retain the firm of Young Conaway to represent him in these chapter 11 cases effective as of September 30, 2016, and granting such other and further relief as is just and proper.

Dated: October 19, 2016

Respectfully submitted,

/s/ Felton E. Parrish

Felton E. Parrish (N.C. Bar No. 25448)  
HULL & CHANDLER, P.A.  
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-and-

James L. Patton, Jr. (Delaware Bar No. 2202)  
Edwin J. Harron (Delaware Bar No. 3396)  
Sharon M. Zieg (Delaware Bar No. 4196)  
Sara Beth A.R. Kohut (Delaware Bar No. 4137)  
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*Proposed Counsel to the Future Claimants' Representative*

**EXHIBIT A**

**HARRON DECLARATION**

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re:

KAISER GYPSUM COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-31602 (JCW)

Jointly Administered

**DECLARATION OF EDWIN J. HARRON IN SUPPORT OF  
APPLICATION FOR ORDER AUTHORIZING  
FUTURE CLAIMANTS' REPRESENTATIVE TO RETAIN AND EMPLOY  
YOUNG CONAWAY STARGATT & TAYLOR, LLP AND STATEMENT AS  
COUNSEL TO FUTURE CLAIMANTS' REPRESENTATIVE  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014(a)**

I, EDWIN J. HARRON, ESQUIRE, hereby state as follows:

1. I am a partner in the firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), Rodney Square, 1000 North King Street, Wilmington, Delaware 19801. I am admitted to practice before the Supreme Court of the United States; the United States Court of Appeals for the Third Circuit; the United States District Courts for the District of Columbia, the District of Delaware, the Southern District of New York, and the Western District of Pennsylvania; and the Supreme Courts of the States of Delaware, New Jersey, and New York.

2. I am authorized to make this declaration (the “Declaration”) on behalf of Young Conaway. This Declaration is submitted pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure in support of the Application of Lawrence Fitzpatrick (the “Future Claimants' Representative”) in his capacity as the legal representative for future asbestos-related claimants (the “Future Claimants”) in the above-captioned chapter 11 cases for an order

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<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors' address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

authorizing the employment of Young Conaway as counsel to the Future Claimants' Representative (the "Application").

**DISINTERESTEDNESS OF PROFESSIONALS**

3. Young Conaway has conducted searches in its conflicts database to identify relationships with the Debtors, creditors, and other parties-in-interest (or potential parties-in-interest) in these chapter 11 cases as identified in Exhibit 1. Except as set forth in this declaration, to the best of our knowledge, Young Conaway (a) does not hold or represent any adverse interest in connection with the matters upon which Young Conaway is to be engaged, and (b) is disinterested.

4. Young Conaway is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that Young Conaway, its partners, counsel and associates:

- (a) are not creditors, equity security holders or insiders of the Debtor;
- (b) have not been, within two years before the date of the filing of the Debtor's chapter 11 petition, directors, officers or employees of the Debtor; and
- (c) do not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.

5. I am not related, and to the best of my knowledge, no bankruptcy attorney at Young Conaway is related, to any United States Bankruptcy Judge in this district or to the Bankruptcy Administrator for such district or any employee thereof.



6. Young Conaway is a general practice, litigation-oriented firm that maintains national, regional and local practices in the areas of corporate, bankruptcy, commercial, real estate, personal injury, employment and environmental law.

7. Mr. Fitzpatrick retained Young Conaway to act as his counsel in connection with his pre-petition representation of Future Claimants. During the course of its representation of Mr. Fitzpatrick, Young Conaway began to develop an understanding of the Debtors and their history, business, claims posture, and assets and liabilities. During the ninety (90) days before the Petition Date, Young Conaway received and placed into a trust account \$100,000 from the Debtors as a retainer for Mr. Fitzpatrick and Young Conaway. Mr. Fitzpatrick was paid \$5,498.70 from the retainer as compensation for pre-petition fees of \$5300 and expenses of \$198.70, and Young Conaway was paid \$30,756.53 from the retainer as compensation for pre-petition fees of \$30,079.50 and expenses of \$677.03.

8. Young Conaway was selected by the Future Claimants' Representative because of Young Conaway's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Moreover, Young Conaway has substantial experience in bankruptcy cases affecting the rights of mass-tort asbestos claimants:

- (a) Young Conaway represented the legal representative for future claimants in the following asbestos bankruptcy cases that reached confirmation: In re The Celotex Corporation, Ch. 11 Case Nos. 90-100016-8B1 and 90-100017-8B1 (Bankr. M.D. Fla.); In re Armstrong World Industries, Inc., Ch. 11 Case No. 00-4471 (Bankr. D. Del. 2000); In re The Babcock & Wilcox Co., Ch. 11 Case No. 00-10092 (Bankr. E.D.

La. 2000); In re Owens Corning, Ch. 11 Case No. 00-3837 (Bankr. D. Del. 2000); In re Federal-Mogul Global Inc., Ch. 11 Case No. 01-10578 (Bankr. D. Del. 2001); In re USG Corporation, Ch. 11 Case No. 01-2094 (RJN) (Bankr. D. Del. 2001); In re ACandS Inc., Ch. 11 Case No. 02-12687 (RJN) (Bankr. D. Del. 2002); In re Kaiser Aluminum Corporation, Ch. 11 Case No. 02-10429 (JKF) (Bankr. D. Del. 2002); In re North American Refractories Company, Ch. 11 Case No. 02-20198 (JKF) (Bankr. W.D. Pa. 2002); In re Global Industrial Technologies, Inc., Ch. 11 Case No. 02-21626 (JKF) (Bankr. W.D. Pa. 2002); In re Porter-Hayden Company, Ch. 11 Case No. 02-54152-SD (Bankr. D. Md.); In re Mid-Valley, Inc., Ch. 11 Case No. 03-35592 (JKF) (Bankr. W.D. Pa. 2003); In re Durabla Mfg. Company, Ch. 11 Case No. 09-14415 (MFW) (Bankr. D. Del. 2009); In re Leslie Controls, Inc., Ch. 11 Case No. 10-12199 (CSS) (Bankr. D. Del. 2010); In re Pittsburgh Corning Corporation, Ch. 11 Case No. 00-22876 (JKF) (Bankr. W.D. Pa. 2000); In re The Flintkote Company, Ch. 11 Case No. 04-11300 (JKF) (Bankr. D. Del. 2004); In re Specialty Products Holding Corp., Ch. 11 Case No. 10-11780 (JKF) (Bankr. D. Del. 2010); In re United Gilsonite Laboratories, Ch. 11 Case No. 11-2032 (Bankr. M.D. Pa. 2011); In re Metex Mfg. Corporation, Ch. 11 Case No. 12-14554 (BRL) (Bankr. S.D.N.Y. 2012); and In re Yarway Corporation, Ch. 11 Case No. 13-11025 (BLS) (Bankr. D. Del. 2013). In addition, Young Conaway represented the legal representative for future

claimants exposed to tetrochloroethylene in In re Met-Coil Systems Corporation, Ch. 11 Case No. 03-12676 (MFW) (Bankr. D. Del. 2003).

(b) Young Conaway currently represents the legal representative for future claimants in the pending bankruptcy case of In re Rapid-American Corporation, Ch. 11 Case No. 13-10687 (SMB) (Bankr. S.D.N.Y. 2013).

(c) Young Conaway represents the legal representative for future claimants in connection with asbestos personal injury settlement trusts established from the ACandS, Babcock & Wilcox, Celotex, Federal-Mogul, Kaiser Aluminum, Porter-Hayden, Pittsburgh Corning, Flintkote, SPHC, UGL, Durabla, Leslie Controls, APG, NARCO, Metex, and Yarway bankruptcy cases. In addition, Young Conaway represents the legal representative for future claimants in connection with the asbestos and silica settlement trusts established from the Mid-Valley (DII Industries, LLC) bankruptcy case, the legal representative for future claimants in connection with the asbestos settlement trust established from the bankruptcy case of In re Quigley Company, Inc., Ch. 11 Case No. 04-15739 (SMB) (Bankr. S.D.N.Y. 2004), and the legal representative for future claimants in connection with the Met-Coil TCE Trust. Young Conaway also represents the State Insulation Corporation Asbestos Personal Injury Trust, of which I serve as the Trustee.

(d) Young Conaway represented the debtor in the asbestos-related chapter 11 case of In re Fuller-Austin Insulation Company, Ch. 11 Case

No. 98-2038 (JJF) (Bankr. D. Del. 1998), for which a plan was confirmed in 1998.

(e) Young Conaway currently represents the debtor in the asbestos-related chapter 11 case of In re Eagle, Inc., Ch. 11 Case No. 15-12437 (JAB) (Bankr. E.D. La. 2015).

9. In addition, Young Conaway and certain of its partners, counsel and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtors in connection with matters unrelated to the Debtors and these cases.

10. Young Conaway represents AIU Insurance Company, Certain London Market Insurers, the Continental Insurance Company, Granite State Insurance Company, International Insurance Company, Lexington Insurance Company, and National Union Fire Insurance Company of Pittsburgh, PA, in various insurance defense litigation matters that are unrelated to this matter.

11. Young Conaway represents Travelers Insurance and St. Paul Travelers in workers compensation matters on behalf of various employers.

12. Young Conaway also represents Saint-Gobain Containers, Inc. and Ardagh Glass Inc. in certain commercial litigation that is unrelated to this matter and does not involve asbestos issues.

13. In addition, Young Conaway represents Praxair, Inc., in certain intellectual property litigation that is unrelated to this matter and does not involve asbestos issues.

14. None of the representations described above are materially adverse to the interests of the estates, any class of creditors or equity security holders, the Future Claimants or the Future Claimants' Representative. Thus, Young Conaway is disinterested and may act as counsel to the Future Claimants' Representative notwithstanding that it represents creditors in unrelated matters.

15. Neither I, Young Conaway, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, represent any interest adverse either to the Future Claimants' Representative or the Debtors herein or their estates in the matters upon which Young Conaway is to be engaged.

16. Young Conaway will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Young Conaway will use reasonable efforts to identify such further developments and will promptly file a Supplemental Declaration as Bankruptcy Rule 2014(a) requires.

#### **PROFESSIONAL COMPENSATION**

17. Young Conaway intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, this Court's Local Rules and Orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges that Young Conaway incurs. Young Conaway will charge hourly rates for its services in these cases that are consistent with the rates it charges in bankruptcy and non-bankruptcy matters of this type. These hourly rates are subject to periodic adjustments, without further notice to the Court or any other entity, to reflect economic and other conditions. The

principal attorneys and paralegals designated to represent the Future Claimants' Representative and their current standard hourly rates are:

James L. Patton, Jr. (Partner)	\$1,135 per hour
Edwin J. Harron (Partner)	\$780 per hour
Sharon M. Zieg (Partner)	\$660 per hour
Sara Beth A.R. Kohut (Counsel)	\$530 per hour
Elizabeth S. Justison (Associate)	\$370 per hour
Shane M. Reil (Associate)	\$345 per hour
Casey S. Cathcart (Paralegal)	\$235 per hour
Lisa M. Eden (Paralegal)	\$210 per hour

The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Future Claimants' Representative in connection with the matters herein described.

18. It is Young Conaway's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include among other things, photocopying, scanning, witness fees, travel expenses, including airline upgrade certificates, certain secretarial and other overtime expenses, filing and recordation fees, long distance telephone calls, postage, express mail and messenger charges, computerized legal research charges and other computer services, expenses for working meals and facsimile charges. Young Conaway will charge for these expenses in a manner and at rates consistent with charges made generally to its other clients. Young Conaway believes that it is fairer to charge these expenses to the particular client rather than increasing the hourly rates and spreading the expenses among all clients.

19. No promises have been received by Young Conaway nor by any partner, counsel or associate thereof as to compensation in connection with these cases other than in

accordance with the provisions of the Bankruptcy Code. Young Conaway has no agreement with any other entity to share with such entity any compensation received by Young Conaway in connection with these cases. Young Conaway further states pursuant to Rule 2016(b) of the Federal Rules of Bankruptcy Procedure that, other than with respect to the retainer described above that was used to compensate Mr. Fitzpatrick and Young Conaway for pre-petition services, it has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel and associates of Young Conaway, or (b) any compensation another person or party has received or may receive.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 18th day of October, 2016.

/s/ Edwin J. Harron  
Edwin J. Harron (Del. Bar. No. 3396)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
(302) 571-6600

## Exhibit 1

### List of Debtors, Creditors and Other Potential Parties in Interest

**Kaiser Gypsum Company, Inc., *et al.***

#### Interested Parties

##### Debtors

Hanson Permanente Cement, Inc.  
Kaiser Gypsum Company, Inc.

##### Non-Debtor Affiliates

116 Sisquoc Property LLC  
4601 Tacoma Property LLC  
5-HK Holdings (No 1) Limited  
5-HK Holdings (No 2) Limited  
755 Portland Property LLC  
8364 Fordyce Property LLC  
Able Concrete Holdings Ltd.  
Able Concrete Ltd.  
ABM Concrete Ltd.  
Allied Cement Company  
All-Star Concrete (2011) Ltd.  
Amcord, Inc.  
American Stone Company  
Asian Carriers, Inc.  
Beazer East, Inc.  
BP General Partner Ltd.  
Building Products & Concrete Supply Limited Partnership  
Cadman (Black Diamond), Inc.  
Cadman (Rock), Inc.  
Cadman (Seattle), Inc.  
Cadman Holding Co., Inc.  
Cadman, Inc.  
Calaveras Materials, Inc.  
Calaveras-Standard Materials, Inc.  
California Commercial Asphalt, LLC  
Campat  
Campbell Concrete & Materials LLC  
Campbell Sand and Gravel Company, LLLP  
Campbell Transportation Services LLC  
Cavenham Forest Industries LLC  
CBR Baltic B.V.  
Cemstone Products Company  
Cemstone Ready-Mix, Inc.  
Chandler Concrete/Piedmont, Inc.  
Chaney Enterprises Limited Partnership  
Cindercrete Mining Supplies Ltd.  
Cindercrete Products Limited  
Civil and Marine (Holdings) Limited

Civil and Marine Inc.  
Commercial Aggregates Transportation and Sales, LLC  
Constar LLC  
Continental Florida Materials Inc.  
CPC Terminals, Inc.  
EPC VA 121, LLC  
Essex NA Holdings LLC  
Ferndale Ready Mix & Gravel, Inc.  
Górażdże Cement SA  
Great River Spec Mix, LLC  
Gulf Coast Stabilized Materials LLC  
Gypsum Carrier, Inc.  
HA Properties IN, LLC  
HA Properties KY, LLC  
HA Properties NY II, LLC  
HA Properties NY, LLC  
HA Properties SC, LLC  
Hampshire Properties LLC  
HAMW Minerals, Inc.  
Hanson (ER-No.16) Inc.  
Hanson Aggregates BMC, Inc.  
Hanson Aggregates Contracting, Inc.  
Hanson Aggregates Davon LLC  
Hanson Aggregates East LLC  
Hanson Aggregates Joliet LLC  
Hanson Aggregates LLC  
Hanson Aggregates Mid-Pacific, Inc.  
Hanson Aggregates Midwest LLC  
Hanson Aggregates New York LLC  
Hanson Aggregates Pacific Southwest, Inc.  
Hanson Aggregates Pennsylvania LLC  
Hanson Aggregates Properties TX, LLC  
Hanson Aggregates Southeast LLC  
Hanson Aggregates WRP, Inc.  
Hanson Batteries Limited  
Hanson Building Materials America LLC  
Hanson Devon Limited  
Hanson Finance America, Inc.  
Hanson Funding (G) Limited  
Hanson Hardscape Products LLC  
Hanson Limited  
Hanson Marine Finance, Inc.  
Hanson Marine Operations, Inc.



Hanson Micronesia Cement, Inc.  
Hanson Peabody Limited  
Hanson Permanente Cement of Guam, Inc.  
Hanson Structural Precast, Inc.  
HBMA Holdings LLC  
HBP Mineral Holdings LLC  
HBP Property Holdings LLC  
HeidelbergCement AG  
HeidelbergCement Canada Holding Limited  
HeidelbergCement Holding Coöperatief U.A.  
HeidelbergCement Holding, S.a.r.l.  
HeidelbergCement International Holding GmbH  
HeidelbergCement UK Holding II Limited  
HeidelbergCement UK Holding Limited  
HNA Investments  
Houston Cement Company, L.P.  
HP&P SE Properties SC LLC  
HP&P SE Properties VA LLC  
HSC Cocoa Property Reserve, LLC  
HSPP Properties BMC Ohio LLC  
HSPP Properties Ohio LLC  
HSPP Properties PMA Ohio LLC  
HSPP Properties Tennessee LLC  
KH 1 Inc.  
KHB Venture LLC  
Kidde Industries, Inc.  
KSA Limited Partnership  
Lehigh B.V.  
Lehigh Cement Company LLC  
Lehigh Hanson Holdings Limited  
Lehigh Hanson Materials Limited  
Lehigh Hanson Receivables LLC  
Lehigh Hanson, Inc.  
Lehigh Northeast Cement Company  
Lehigh Northwest Cement Company  
Lehigh Northwest Marine, LLC  
Lehigh Portland Holdings, LLC  
Lehigh Portland Investments, LLC  
Lehigh Portland New York LLC  
Lehigh Realty Company  
Lehigh Southwest Cement Company  
Lehigh UK Limited  
Lehigh White Cement Company  
Lucas Coal Company, Inc.  
Magnum Minerals, Inc.  
Material Service Corporation  
Mediterranean Carriers, Inc.  
Mineral and Land Resources Corporation  
Mission Valley Rock Co.  
Newberry Development Associates, LP  
Newberry Development Management, LLC  
Owatonna Concrete Products, LLC  
PCAz Leasing, Inc.  
Permanente Cement Company  
Piedras y Arenas Baja S.de R.L. de C.V.

Plum Run Lake LLC  
Push NA Holdings, Inc.  
Randall Ready Mix, LLC  
Red Bluff Sand & Gravel L.L.C.  
Roberts Concrete Products, Inc.  
Seacoast Products, Inc.  
Sherman Industries LLC  
Sherman-Abetong, Inc.  
Shrewsbury Properties LLC  
South Coast Materials Company  
South Valley Materials, Inc.  
Southstar Limited Partnership  
Standard Concrete Products, Inc.  
SunCrete Rooftile, Inc.  
Terrell Materials LLC  
Texas Lehigh Cement Company LP  
Three Rivers Management, Inc.  
Total Limited  
Twin City Concrete Products Co.  
Two Rivers Cement LLC  
Upland Ready Mix Ltd.  
Vestur Insurance (Bermuda) Ltd.

**Debtors' Joint Venture Partners**

Hanson Building Materials Limited

**Current and Former Officers and Directors of the Debtors**

Amy C. Yi  
Carroll LaGrafte  
Charles E. McChesney II  
Christopher W. Jensen  
David R. Hummel  
James K. Kitzmiller  
James E. Sims  
James L. Wallmann  
Jeffrey L. Brummert  
Jill M. Blundon  
John T. Berry  
John M. Hutchinson  
Karen M. Mance  
Kari S. Saragusa  
Kathryn M. Mehta  
Louis R. Kala  
Marvin E. Howell  
Mary Beth McCarthy  
Mary D. Wright  
Michael H. Hyer  
Nelson Ferreira  
Robert D. VanBenschoten  
Robert S. Markwell  
Simon Nicholls  
Steven D. Tarantino  
Timothy W. McHugh  
William H. Venema

**Current Officers and Directors of Lehigh Hanson, Inc. and HeidelbergCement AG**

Alan Murray  
Arnaldo Bertola  
Bill Venema  
Bob Ross  
Chris Ward  
Dennis Dolan  
Dominik von Achten  
Dr. Albert Scheuer  
Dr. Bernd Scheifele  
Dr. Dominik von Achten  
Dr. Jürgen M. Schneider  
Dr. Lorenz Näger  
Dr. Marion Weissenberger-Eibl  
Frank-Dirk Steininger  
Fritz-Jürgen Heckmann  
Gabriele Kailing  
Glenn Heller  
Hakan Gurdal  
Heinz Schmitt  
Henner Böttcher  
Ian Cross  
Jon Morrish  
Josef Heumann  
Kari Saragusa  
Kevin Gluskie  
Ludwig Merckle  
R. Van Waldrop  
Stephan Wehning  
Tobias Merckle  
Tom Chizmadia  
Werner Schraeder

**Major Current Business Affiliations of Officers and Directors of the Debtors,**

CHM Holdings LLC  
Diaz Wholesale and Manufacturing Co., Inc.

**Equity Holder of Hanson Permanente Cement, Inc.**

KH 1 Inc.

**Depository and Disbursement Banks**

Bank of America, N.A.

**Debtors' Professionals Identified for Employment in These Chapter 11 Cases**

Jones Day  
NERA Economic Consultants  
PricewaterhouseCoopers  
Prime Clerk LLC  
Rayburn Cooper & Durham, P.A.  
The Cook Law Firm

**Proposed Postpetition Lender**

Lehigh Hanson, Inc.

**Major Sureties and Agents**

Fidelity and Deposit Company of Maryland  
Lexon Insurance Company  
Liberty Mutual Insurance Company  
Seaboard Surety Company  
Travelers Casualty and Surety Company of America  
Zurich American Insurance Company  
Marsh USA, Inc.

**Major Parties to Letters of Credit**

Bank of America

**Creditors Holding the Largest Unsecured Claims (Non-Asbestos)**

Apex Companies, LLC  
Armstrong World Industries  
Berryessa Light Industrial Center Commercial Condominium Association, Inc.  
Boeing Corporation  
City of Seattle  
King County, Washington  
Oregon Department of Environmental Quality  
Owens Corning  
Port of Seattle  
Truck Insurance Exchange  
US Environmental Protection Agency  
Washington Department of Ecology

**Prepetition Ad Hoc Committee of Asbestos Personal Injury Claimants**

Baron & Budd  
Brayton Purcell LLP  
Cooney & Conway  
Gori Julian & Associates P.C.  
Law Offices of Peter Angelos  
Simmons Hanly Conroy  
Weitz & Luxenberg P.C.

**Professionals to Prepetition Ad Hoc Committee of Asbestos Personal Injury Claimants**

Charter Oak Financial Consultants, LLC  
Caplin & Drysale, Chartered  
Gilbert LLP  
Legal Analysis Systems, Inc.

**Prepetition Legal Representative for Future Asbestos Personal Injury Claimants**

Lawrence Fitzpatrick

**Professionals to Prepetition Legal  
Representative for Future Asbestos  
Personal Injury Claimants**

Young Conaway Stargatt & Taylor, LLP  
Analysis, Research and Planning Corporation

**Thirty Asbestos Plaintiff Firms With the Largest  
Number Or Scope Of Asbestos Cases Against the  
Debtors**

Baron & Budd, P.C.  
Belluck & Fox  
Brayton Purcell LLP  
Brent Coon & Associates  
Brookman Rosenberg Brown Sandler  
Cappolino Dodd Krebs  
Cooney & Conway  
Deblase Brown Eyerly LLP  
Early, Lucarelli, Sweeney & Meisenhothen  
Flint & Associates  
G. Patterson Keahey P.C.  
Goldenberg Heller & Antognoli, P.C.  
Gori Julian & Associates, P.C.  
Law Offices of Clifford Cuniff  
Law Offices of Dale Bowers  
Law Offices of Peter G. Angelos, P.C.  
Maune, Raichele, Hartley, French & Mudd, LLC  
Napoli Shkolnick PLLC  
Paul Reich & Myers, P.C.  
Reyes, O'Shea & Coloca, P.A.  
Shrader & Associates  
Simmons Hanly Conroy LLC  
SWMK Law, LLC  
The Deaton Law Firm  
The Ferraro Law Firm  
The Lanier Law Firm  
The Nemeroff Law Firm  
The Williams Law Firm  
Weitz & Luxenberg, P.C.  
Wilentz, Goldman & Spitzer

**Parties to Significant Legal Proceedings  
(Non-Asbestos)**

Aberle-Scrodin, Inc.  
Bay Area Clean Environment, Inc.  
Berryessa Development Company LLC  
Berryessa Light Industrial Center Commercial  
Condominium Association, Inc.  
Borelli Development Company  
Cooper Sheet Metal, Inc.  
Mitchell J. Portera d/b/a Metro Plumbing  
Quality Glass, Inc.  
No Toxic Air, Inc.  
San Jose Construction Co., Inc.  
Santa Clara County  
Santa Clara County Board of Supervisors

Stout Roofing, Inc.

**Parties to Material Contracts and Unexpired  
Leases With the Debtors**

Armstrong World Industries, Inc.  
Lehigh Hanson, Inc.  
Lehigh Southwest Cement Company  
Owens Corning Fiberglass Corporation  
Three Rivers Management, Inc.  
Truck Insurance Exchange

**Insurance Providers and Brokers**

A.I.U. Insurance Company  
Allianz Insurance Company  
Allianz Risk Consultants  
Allianz Underwriters Insurance Company  
Allstate Insurance Company  
American Guarantee & Liability Insurance Company  
American Reinsurance Company  
Archer Norris  
Armour Risk Management Limited  
Associated International Insurance Company  
Columbia Casualty Company  
Continental Insurance Company  
Employers Reinsurance Corporation  
Fireman's Fund Insurance Company  
First State Insurance Company  
Granite State Insurance Company  
Great Southwest Fire Insurance Company  
Harbor Insurance Company  
Highlands Insurance Company  
Industrial Indemnity Company  
Integrity Insurance Company  
International Insurance Company  
Landmark Insurance Company  
Lexington Insurance Company  
Liberty Insurance Corporation  
Liberty Mutual Fire Insurance Company  
London Guarantee & Accident Co. of New York  
London Market Insurers  
Midland Insurance Company  
Mutual Fire, Marine & Inland Insurance Company  
National Casualty Company  
National Union  
New England Reinsurance Corporation  
Northbrook Excess & Surplus Insurance Company  
Northbrook Insurance Company  
Old Republic Insurance Company  
Pine Top Insurance Company  
The Home Insurance Company  
The Insurance Company of the State of Pennsylvania  
The London & Overseas Insurance Company, Ltd.  
Transamerica Premier Insurance Company  
Transit Casualty Insurance Company  
Transport Indemnity Company

Truck Insurance Exchange  
Twin City Fire Insurance Co.  
Westchester Fire Insurance Companies  
Zurich American Insurance Company

**Significant Taxing Authorities and  
Permitting/Licensing Authorities, Environmental  
Regulatory Agencies and Reclamation Bonding  
Entities**

California Department of Conservation  
California Department of Fair Employment and  
Housing  
California Department of Fish and Wildlife  
California Department of Toxic Substances Control  
California Environmental Protection Agency  
California Environmental Protection Agency -  
California Air Resources Board  
California Franchise Tax Board  
California Occupational Safety and Health Division -  
Mining & Tunneling Unit  
California Office of Mine Reclamation  
California Regional Water Quality Control Board –  
Region 2  
California State Board of Equalization  
Centers for Medicare and Medicaid Services  
City of Cupertino Building Department  
City of Cupertino Environmental Services  
City of Cupertino Planning Department  
Midpeninsula Regional Open Space District  
Santa Clara County Consumer & Environmental  
Protection Agency  
Santa Clara County Department of Environmental  
Health  
Santa Clara County Department of Planning and  
Development  
Santa Clara County Hazardous Materials Compliance  
Division  
Santa Clara County Occupational Safety and  
Environmental Compliance  
Santa Clara County Office of the Assessor  
U.S. Army Corps of Engineers  
U.S. Bureau of Alcohol Tobacco Firearms &  
Explosives  
U.S. Environmental Protection Agency - Region IX  
U.S. Equal Employment Opportunity Commission  
U.S. Fish and Wildlife Service  
U.S. Internal Revenue Service  
U.S. Mine Safety and Health Administration

**Parties with Potential Environmental-Related  
Claims**

Ace Galvanizing, Inc.  
Airgas-NorPac, Inc.  
Alaska Logistics LLC  
Alaska Marine Lines, Inc.

Ameriflight LLC  
Ardagh Glass Inc. f/k/a Saint-Gobain Containers Inc.  
Armstrong World Industries, Inc.  
Art Brass Plating  
Ash Grove Cement Company  
Ball Corporation  
Basin Oil Co., Inc.  
Bayer CropScience LP  
Birmingham Steel Corporation  
Blaser Die Casting Co.  
BNSF Railway Company  
BNY Mellon N.A. (Trust for Giuseppe and Assunta  
Desimone)  
Boyer Towing, Inc.  
California Regional Water Quality Control Board  
Capital Industries, Inc.  
CDL Recycle, LLC  
Centerpoint 8801 Marginal LLC  
CertainTeed Gypsum Manufacturing, Inc.  
Chevron U.S.A. Inc.  
Chiyoda International Corporation  
City of Seattle  
City of Tukwila  
ConGlobal Industries, Inc.  
Container Corporation  
Container Properties LLC  
Continental Can  
Continental Holdings, Inc.  
Crowley Marine Services, Inc.  
Crown Beverage Packaging, Inc.  
Crown Cork & Seal USA, Inc.  
Delta Marine Industries, Inc.  
Douglas Management Company  
Drummond Lighterage Co.  
Duwamish Marine Center  
Duwamish Properties, a partnership  
Duwamish Shipyard Inc.  
Earle M. Jorgensen Company  
Ellis Garage, LLC  
Emerald Services, Inc.  
Evergreen Trails, Inc.  
First South Properties, LLC  
Fletcher Challenge Investments Overseas Limited  
Ford Motor Company  
Fox Avenue Building LLC  
Frank H. Hopkins Family, LLC and Frederick J.  
Hopkins Family, LLC  
Gary Merlino Construction Co., Inc.  
General Construction Company  
General Recycling of Washington, LLC  
General Services Administration  
Georgia-Pacific LLC  
Glacier Northwest, Inc.  
Great Western Chemical Company  
Halvorsen, Mary Catherine

Harald Hurlen  
Herman and Jacqueline Trotsky  
Holcim (US), Inc.  
Hurlen Logistics LLC  
Independent Metals Company, Inc.  
Industrial Container Services - WA LLC  
Insurance Auto Auctions, Inc.  
International Paper Company  
James D. Gilmur  
Jorgensen Forge Company  
Kaiser Cement Corporation  
Kelly-Moore Paint Company, Inc.  
King County  
King Electrical Manufacturing Company  
Lafarge North America, Inc.  
Latitude Forty-Seven, LLC  
Lehigh Northwest Cement Company  
Linde Gas North America, LLC  
Lipsett Company, LLC  
Long Painting Company  
Longview Fibre Paper and Packaging, Inc.  
Lynden Incorporated  
Malarkey, Michael O'Neil  
Manson Construction Company  
Marcia A. Rodgers Industrial, LLC  
Marine Power & Equipment, Inc.  
Mark Hansen  
McLeod, Dennis & Patricia  
Merrill Creek Holdings LLC  
MMGL Corp. (Formerly Schnitzer Investment Corp.)  
Monsanto Company  
MRC Holdings, Inc.  
Norcliffe Company  
Northland Services, Inc.  
Northwest Container Services, Inc.  
Oregon Department of Environmental Quality  
Owens Corning Fiberglass Corporation  
PACCAR, Inc.  
Pacific Terminals, Ltd.  
Pharmacia LLC (f/k/a Monsanto Company)  
Port of Seattle  
Praxair, Inc. (Liquid Carbonic Corp.)  
PSC, LLC  
Puget Sound Coatings  
Puget Sound Energy, Inc.  
Puget Sound Truck Lines, Inc.  
Puget Sound Tug & Barge Co.  
R&A Properties, LLC  
Rainier Commons LLC  
Reichhold, Inc.  
RJ & BA LLC  
S & JA Hale Family Limited Partnership  
S. Michael Rodgers Industrial, LLC  
Saint-Gobain Containers, Inc.  
Scougal Rubber Corporation

SCS Refrigerated Services, LLC  
SeaTac Marine Properties, LLC  
Seattle Boiler Works, Inc.  
Seattle Iron & Metals Corporation  
Shalmar Group LLC, The  
Sierra Club  
Silver Bay Logging, Inc.  
Simco Properties, LLC  
Six Fourteen South Logistics LLC  
Six Twenty South Logistics LLC  
South Park Marina Limited Partnership  
Sternco Industrial Properties Partnership  
Sternoff Metals Corporation  
Swan Bay Holdings, Inc.  
The Boeing Company  
The Chemithon Corporation  
The David J. Joseph Company  
U.S. Army Corps of Engineers  
U.S. Environmental Protection Agency  
Union Pacific Railroad Company  
United Iron Works, Inc.  
V. Van Dyke, Inc.  
Washington State Department of Transportation  
Wells Fargo Bank, N.A.  
Wells Trucking & Leasing, Inc.  
Weyerhaeuser Company

**Bankruptcy Judges for the Western District of North Carolina**

Laura T. Beyer  
Craig Whitley  
George Hodges

**Bankruptcy Administrator for the Western District of North Carolina**

Alexandria Kenny  
Ann Dornblazer  
David Shepherd  
Debbie Brown  
Katrina Adams  
Linda W. Simpson  
Sarah Scholz

**EXHIBIT B**

**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION**

In re:

KAISER GYPSUM COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-31602 (JCW)

Jointly Administered

**EX PARTE ORDER AUTHORIZING RETENTION AND EMPLOYMENT  
OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS ATTORNEYS  
FOR THE FUTURE CLAIMANTS' REPRESENTATIVE**

Upon the application (the “Application”) of Lawrence Fitzpatrick, the legal representative (the “Future Claimants’ Representative”) for future asbestos claimants (the “Future Claimants”) for the issuance and entry of an order, pursuant to sections 105(a), 524(g) and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing and approving the retention and employment of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) as attorneys for the Future Claimants’ Representative, effective as of September 30, 2016; and upon the Declaration of Edwin J. Harron, a partner in Young Conaway

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<sup>1</sup> The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Kaiser Gypsum Company, Inc. (0188) and Hanson Permanente Cement, Inc. (7313). The Debtors’ address is 300 E. John Carpenter Freeway, Irving, Texas 75062.

(the “Harron Declaration”); and the Court being satisfied that, except as may otherwise be set forth in the Harron Declaration, (i) Young Conaway does not represent any interest adverse to the above-captioned debtors and debtors-in-possession (the “Debtors”) or their estates, (ii) Young Conaway is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, and (iii) the retention and employment of Young Conaway is necessary and would be in the best interests of the Debtors, their estates and creditors as well as in the best interest for the Future Claimants’ Representative and of the Future Claimants; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Application is hereby granted and approved; and it is further

ORDERED, that in accordance with sections 105(a), 524(g) and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the Future Claimants’ Representative is authorized and empowered to retain and employ Young Conaway as attorneys to represent him in these cases effective as of September 30, 2016; and it is further

ORDERED, that Young Conaway shall be compensated in such amounts as may be allowed by this Court upon the filing of appropriate applications for allowance of interim or final compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and any order entered by this Court establishing procedures for interim compensation and reimbursement of expenses of professionals; and it is further



ORDERED, that pursuant to Local Rule 9013-1(f), any party shall be entitled to request a hearing or request that the Court reconsider entry of this Order by filing a motion for reconsideration within fourteen (14) days of service of this Order.

This Order has been signed electronically. The judge's signature and court's seal appear at the top of the Order.

United States Bankruptcy Court